

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re CORNELL COMPANIES, INC.  
SECURITIES LITIGATION

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§ Civil Action No. H-02-0866

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CLASS ACTION

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This Document Relates To:

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ALL ACTIONS.

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**ORDER GRANTING UNOPPOSED MOTION FOR APPROVAL OF PLAN OF  
ALLOCATION OF SETTLEMENT PROCEEDS**

THIS MATTER having come before the Court on Lead Plaintiff's application for approval of the Plan of Allocation of net settlement proceeds in the above-captioned action; the Court having considered all papers filed and proceedings had herein and otherwise being fully informed in the premises;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. Pursuant to and in compliance with Rule 23 of the Federal Rules of Civil Procedure, this Court hereby finds and concludes that due and adequate notice was directed to all persons and entities who are Settlement Class Members advising them of the Plan of Allocation and of their right to object thereto, and a full and fair opportunity was accorded to all persons and entities who are Settlement Class Members to be heard with respect to the Plan of Allocation.


2. The Court hereby finds and concludes that the formula for the calculation of the claims of Authorized Claimants that is set forth in the Notice of Pendency and Settlement of Class Action (the "Notice") sent to Settlement Class Members, provides a fair and reasonable basis upon which to allocate the net settlement proceeds among Settlement Class Members, with due consideration having been given to administrative convenience and necessity.

3. The Court hereby finds and concludes that the Plan of Allocation set forth in the Notice is in all respects fair and reasonable and the Court hereby approves the Plan of Allocation.

IT IS SO ORDERED.

DATED:

February 10, 2006

  
THE HONORABLE VANESSA D. GILMORE  
UNITED STATES DISTRICT JUDGE

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